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Deputy Commissioner
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Corporations Counsel
3 CALIFORNIA DEPARTMENT OF CORPORATIONS
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5 Attorneys for the Complainant

7
8 BEFORE THE DEPARTMENT OF CORPORATIONS
OF THE STATE OF CALIFORNIA

9)
10 In the Matter of the Desist and Refrain Order)
against)
11)
12 **OFIR MINE PROJECT LP,**)
CHAZEL CAPITAL, INC., and)
13 **ANDRE SAVARD**)
14)
15)
16)
17)

**STIPULATION TO DESIST AND REFRAIN
ORDER**

18
19 IT IS HEREBY STIPULATED AND AGREED between Chazel Capital, Inc., OFIR Mine
20 Project LP, and Andre Savard (collectively, “Respondents”) and the California Corporations
21 Commissioner (“Commissioner”) as follows:

22 WHEREAS, Respondents admit the jurisdiction of the California Department of Corporations
23 over their persons and over the subject matter of this Stipulation;

24 WHEREAS, Respondents waive the right to any hearing, including that provided by
25 California Corporations Code sections 25532, subdivision (d), and 25609. Further, Respondents
26 waive any and all review by a court of law, including that provided by California Government Code
27 section 11523;

28 WHEREAS, all terms used, but not defined herein, shall have the meaning assigned to them

1 by the California Corporations Code;

2 WHEREAS, Respondents represent that no promises of any kind or nature whatsoever were
3 made to induce Respondents to enter into this Stipulation, and that this Stipulation is a voluntary act
4 on the part of Respondents;

5 WHEREAS, Respondents, without admitting or denying any of the findings contained within
6 the Desist and Refrain Order ("Order"), in the form attached hereto as Exhibit A, hereby agree and
7 stipulate to the Order;

8 WHEREAS, Respondents Chazel Capital, Inc., OFIR Mine Project LP, and Andre Savard
9 agree not to violate Corporations Code section 25401 by making any untrue statement of material fact
10 or omitting to state a material fact necessary in order to make the statements made, in light of the
11 circumstances under which they were made, not misleading;

12 WHEREAS, Respondents Chazel Capital, Inc., OFIR Mine Project LP, and Andre Savard
13 agree to disclose, in connection with the offer and sale of securities, that on August 10, 2011, the
14 Pennsylvania Securities Commission issued a Cease and Desist Order against OFIR Mine Project LP
15 and Chazel Capital, Inc. for offering and selling unregistered securities in violation of Pennsylvania
16 law, and that the Cease and Desist Order was in effect until October 4, 2011, when it was rescinded
17 prospectively;

18 WHEREAS, Respondents agree and acknowledge that nothing in this Stipulation shall
19 preclude the Commissioner or her agents, officers, or employees, to the extent authorized by law,
20 from referring any evidence or information regarding this matter to any other state or federal law
21 enforcement official, or from assisting, cooperating, or co-prosecuting with regards to any
22 investigation and/or action;

23 WHEREAS, Respondents Chazel Capital, Inc., OFIR Mine Project LP, and Andre Savard
24 stipulate and agree to the finality of the Order. Respondents further understand and agree that the
25 Order remains in effect and is public, and that Respondents shall not make any statement or
26 representation that is inconsistent with this Stipulation or the Order. Respondents further understand
27 and agree that this Stipulation does not prevent the Commissioner from taking future action in
28

regards to this matter;

This Stipulation may be executed in one or more counterparts, each of which shall be an original but all of which, together, shall be deemed to constitute a single document. A fax signature shall be deemed the same as an original signature.

JAN LYNN OWEN,
California Corporations Commissioner

Dated: June 20, 2012

By _____
Alan S. Weinger
Deputy Commissioner

HAZEL CAPITAL, INC.

Dated: June 13, 2012

By _____
Andre Savard

OFIR MINE PROJECT LP

Dated: June 13, 2012

By _____
Andre Savard

ANDRE SAVARD

Dated: June 13, 2012

By _____
Andre Savard